

**Exhibit 2**

**CERTIFICATE OF INCORPORATION  
AND  
EVIDENCE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS**

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "EVEREST BROADBAND NETWORKS OF ILLINOIS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2000, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3219356 8100

001215601

AUTHENTICATION:

0407810

DATE:

04-28-00

**CERTIFICATE OF INCORPORATION  
OF  
EVEREST BROADBAND NETWORKS OF ILLINOIS, INC.**

**FIRST:** The name of the corporation is Everest Broadband Networks of Illinois, Inc. (hereinafter the "Corporation").

**SECOND:** The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, as amended.

**FOURTH:** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is one thousand (1,000) shares of common stock with a par value of \$0.01 per share.

**FIFTH:** The name and mailing address of the incorporator is Robert Verigan, Sidley & Austin, Bank One Plaza, Chicago, Illinois 60603.

**SIXTH:** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized (i) to make, alter or repeal the By-laws of the Corporation, subject to any specific limitation on such power contained in any By-laws adopted by the stockholders, and (ii) to provide for the indemnification of directors, officers, employees and agents of the Corporation to the full extent permitted by the General Corporation Law of Delaware, as amended, or any other applicable laws, as may from time to time be in effect. Elections of directors need not be by written ballot unless the By-laws of the Corporation so provide.

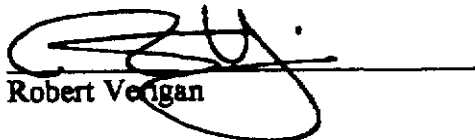
**SEVENTH:** A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware, as so amended. Any repeal or modification of this Article Seven by the

stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH: Each person who is or was a director or officer of the Corporation, and each person who serves or served at the request of the Corporation as a director or officer of another enterprise, shall be indemnified by the Corporation in accordance with, and to the fullest extent authorized by, the General Corporation Law of Delaware as it may be in effect from time to time.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator named above, has executed this Certificate as of this 21<sup>st</sup> day of April, 2000.



Robert Verigan

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3510/0182 81 001 Page 1 of 4  
2000-05-23 14:12:21  
Cook County Recorder 27.00

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File Number 6105-883-4

# State of Illinois

## Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF EVEREST BROADBAND NETWORKS OF ILLINOIS, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 12TH day of MAY A.D. 2000 and of the Independence of the United States the two hundred and 24TH .



C-212.3

*Jesse White*

Secretary of State

BOX 170

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

00369990

**SUBMIT IN DUPLICATE!**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
http://www.sos.state.il.us

This space for use by Secretary of State

**FILED**

MAY 12 2000

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 5-12-00  
License Fee \$  
Franchise Tax \$ 25.00  
Filing Fee \$ 75.00  
Penalties \$ \$100.00  
Approved: KK

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: Everest Broadband Networks of Illinois, Inc. KK ✓

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware ✓  
(b) Date of Incorporation: April 27, 2000 ✓  
(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: One Executive Dr.  
Suite 170  
Fort Lee, NJ 07024  
(b) Address of principal office in Illinois: N/A  
(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.  
Registered Agent C T CORPORATION SYSTEM  
First Name Middle Name Last Name  
Registered Office c/o C T CORPORATION SYSTEM, 208 S. LaSalle Street  
Number Street Suite #  
Chicago 60604 Cook  
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
Delaware

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President				
Secretary	SEE ATTACHED SCHEDULE A			
Director				
Director				
Director				

If more than 3, attach list

**BOX 170**

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## 7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

to engage in any lawful act or activity for which corporations may be formed under the General Corporation Laws of Delaware and permitted under the Illinois Business Corporation Act.

## 8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	N/A	\$0.01	1,000	1,000

## 9. Paid-in Capital: \$ 10.00

("Paid-in Capital" replaces the terms Stated Capital &amp; Paid-in Surplus and is equal to the total of these accounts.)

## 10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year:

\$ 400,000

## (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois:

\$ 400,000

## (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year:

\$ 60,000

## (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois:

\$ 60,000

## 11. Interrogatories: (Important – this section must be completed.)

## \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:

One Executive Dr.

Ste. 170

Fort Lee, NJ 07024

## (b) Number of shares of all classes owned by residents of Illinois: 0

## (c) Number of shares of all classes owned by non-residents of Illinois: 1,000

## (d) Is the corporation transacting business in this state at this time? No

## (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

## 12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)Dated \_\_\_\_\_ 2000  
(Month & Day) (Year)Everest Broadband Networks of Illinois, Inc.  
(Exact Name of Corporation)attested by Alan J. Scrimgeour  
(Signature of Secretary or Assistant Secretary)  
Alan J. Scrimgeour, Secretary  
(Type or Print Name and Title)by Jeffrey A. Feldman  
(Signature of President or Vice President)  
Jeffrey A. Feldman, President  
(Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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SCHEDULE A

<u>Officer Name &amp; Title</u>	<u>Business Address</u>	<u>Residential Address</u>
Jeffrey A. Feldman President & CEO	One Executive Dr. Suite 170 Fort Lee, NJ 07024	4 Old Still Rd. Woodbridge, CT 06525
Alan J. Scrim Vice President, Treasurer & Secretary	(Same as above)	28 Princeton Dr. Manapalan, NJ 07726

NOTE: The above listed officers also serve as the Directors of the Company.

**BOX 170**